



BUSINESS LICENSE COMMISSION
COUNTY OF LOS ANGELES
374 KENNETH HAHN HALL OF ADMINISTRATION
500 WEST TEMPLE STREET
LOS ANGELES, CA 90012
(213) 974-7691



November 14, 2014

Lydia Cincore-Templeton
Advancement through Opportunity
and Knowledge, Inc.
1200 W. 37th Pl.
Los Angeles, CA 90007

MEMBERS
STEVEN AFRIAT
PRESIDENT
RENÉE CAMPBELL
VICE-PRESIDENT
SARA VASQUEZ
SECRETARY
JAMES BARGER
COMMISSIONER
SHAN LEE
COMMISSIONER

**APPLICATION FOR NOTICE OF INTENTION TO SOLICIT
AND INFORMATION CARD**

Dear Applicant:

The Business License Commission will hold a hearing on the above matter on **Wednesday, November 19, 2014 at 9:00 a.m.** in Room 374-A, 500 West Temple Street, Los Angeles, CA 90012. Your presence is requested at this hearing. If you are unable to attend you may authorize a representative to appear on your behalf. The representative must present a signed and duly notarized letter giving authorization and the reasons you are unable to appear.

RIGHT TO REPRESENTATION / FOREIGN LANGUAGE SPEAKERS

You have the right to be represented at this hearing by an attorney or other individual of your choosing and at your own cost. In the absence of a representative, you must represent yourself and the hearing will proceed as scheduled.

If you require a translator, you must arrange at your own cost to have present at the hearing either **a professional/certified interpreter or other person who is fluent in both English and your native language.** If you are unable to locate an interpreter, please contact our office and you will be provided a list of interpreting services.

Parking is available at your cost; a map is enclosed for your convenience. **Please note proceedings begin promptly at 9:00 a.m. The Business License Commission reserves the right to reschedule your hearing to a later date for failure to timely appear.**

Sincerely,

STEVEN AFRIAT
President

Lupe Duron
Commission Services

NOTE: Please photocopy both sides
and retain for your files.

NOTICE OF INTENTION TO SOLICIT

To Appeal or Solicit for
Charitable Purposes in the
UNINCORPORATED Portions of the
COUNTY OF LOS ANGELES
BUSINESS LICENSE COMMISSION
374 Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles CA 90012
Telephone: 213/974-7691

RECEIVED
BOARD OF SUPERVISORS
COMMISSION SERVICES

2014 OCT 31 PM 2: 28

LOS ANGELES COUNTY

ALL QUESTIONS MUST BE ANSWERED, PLEASE TYPE OR PRINT.

(Los Angeles County Code, Volume 3, Title 7, Chapter 7-24 requires that this Notice of Intention to be filed at least 30 days prior to beginning your solicitation or advertisement for your fund-raising activity. No advertisement or solicitation may begin until this office has issued an Information Card. "No" or "None" may be written where appropriate on this form. Additional Information may be added on separate sheets; however *do not* add separate sheets in lieu of answering the questions on this form.)

1. Advancement through Opportunity and Knowledge, Inc. When organized: 1993
(Full Name of Organization)
2. 1200 W. 37th Pl. Los Angeles, CA. 90007 Incorporated: 1993
(Address: Street, City and Zip Code) 323-730-9400 ^(Yes) No
(Telephone - Daytime)
3. Lydia Cincore - Templeton 323-730-9400
(Name of Person in Charge of Appeal - Address and Zip Code) (Telephone - Daytime and E-mail Address)
4. TO CONDUCT OR SOLICIT: 15th Annual Holiday Festival
(If only to solicit funds, it would be a General Appeal, if a specific event, state type of event)
5. WHERE and WHEN this fund-raising activity will be held: Pancho Cienega Recreation Center
5001 Paredo Road, Los Angeles, CA. 90016 (If specific event, exact dates) 12/20/2014
6. Solicitation/Advertisement starts 10/1/2014; ends 12/20/2014
(Specific date, or when issued) (Last day of specified event)
7. SPECIFIC Purpose of this Solicitation: Christmas Celebration for Youth in Foster & Kinship care
8. ANTICIPATED Gross Goal (Before deducting expenses): \$ 25,000 \$ 3,000 \$ —
(LOCAL) (STATE) (NATIONAL)
9. If this solicitation or activity is conducted on behalf of another organization, give its name and address and enclose a copy of a letter of authorization from organization(s). N/A
10. Solicitation/Advertisement to be made by means of (indicate by checking below):
() Volunteer Solicitors () Box Office Sales () Posters () Bulletins
() Paid Solicitors () Telephone () Newspapers
() Personal Approach (☒) Radio/Television (☒) Mail
Other _____ methods _____ (specify): _____
11. Admission: \$ Free Tickets — Invitations — No. Printed —
Numbered —

SPECIFY PER PERSON N/A
PER COUPLE N/A

Selling prices: (Ads, cookies, etc.) —

Games: —

Cost of Carnival Tickets: —

Rides: —

12. Itemized list of **ANTICIPATED** expenses to be incurred in conducting this solicitation only:

Salaries 2,400
 Solicitors N/A
 Managers 2,000
 Promoters N/A
 Other 500
 Rents N/A
 Music 250
 Telephone N/A

Printing Advertisement 350
 Stationery/Postage 450
 Prizes N/A
 Cost of Merchandise 2,500
 Refreshments/Meals 300
 Miscellaneous: 250
 (Specify)
 ANTICIPATED TOTAL \$ 9,000

13. a. 32.1 Percent (anticipated) of gross contributions for expenses (divide gross goal --Item No. 8-- into expenses ---Item No. 12.--)
 b. 67.9 Percent (anticipated) of gross contributions to be used as specified in application (subtract percent for expenses --- 13. a. --- from 100%)
 c. none Percent of the proceeds to be used outside of Los Angeles County and specify where it will be use (If applicable)

NOTE: PLEASE BREAK ALL PERCENTAGES DOWN TO THE NEAREST TENTH.

14. I the signer of this Notice of Intention, attach hereto copies of the following as required:
- Articles of Incorporation and/or Bylaws of this organization (BOTH if group is incorporated)
 - Names, Titles and Terms of Offices for two Officers of this organization
 - Current Financial Statement (treasurer's report, audit, etc.)
 - A statement of any and all agreements or understandings made or had with any agent, solicitor, promoter or manager of this solicitation, or a copy of such agreement or understanding, if it is in writing.
 - Tax exemption certificate. State & Federal

(Items a, b, c and e above must be submitted. If items c or d do not apply to your group, indicate "none")

I have read and understand the provisions of Los Angeles County Code, volume 3, Title 7, Chapter 7-24 and before authorizing any person to solicit, I will require the solicitor to read Sections 7-24-010 to 7-24-400 of said Ordinance.

Within 30 days after the completion of the solicitation, I will submit the Report of Results of Activity form to the Business License Commission, indicating all receipts and expenditures of this appeal/activity.

PLEASE PRINT NAME AND THEN SIGN. AN OFFICER OF THE ORGANIZATION MUST SIGN.

"I declare under penalty of perjury under the laws of the County of Los Angeles and the State of California that the foregoing is true and correct."

Lydia C. Templeton Lydia C. Templeton, CEO
 (Signature and Title)

1200 W. 37th Place Los Angeles, CA 90007
 (Complete Address)

(323) 730-9400 10/29/2014
 Daytime Telephone Number Today's Date

NON-COMPLIANCE WITH, OR VIOLATION OF, LOS ANGELES COUNTY CODE, VOLUME 3, TITLE 7, CHAPTER 7-24, IS A MISDEMEANOR PUNISHABLE BY A FINE OR IMPRISONMENT -- OR BOTH.

IMPORTANT REMINDER: A current list of officers and a current financial statement or audit must be sent at least once annually to keep your file updated. Other documents are not necessary unless they have new or additional information, or amendments.

Please give the name and telephone number of a person that we may contact for questions regarding the "NOTICE OF INTENTION" application.

Name: Bonita Teamer Telephone No. (323) 730-9400

BYLAWS OF

ADVANCEMENT THROUGH OPPORTUNITY AND KNOWLEDGE, INCORPORATED

ARTICLE I Recitals and Definitions

Section 1. Name of Corporation.

The name of this Corporation shall be ADVANCEMENT THROUGH OPPORTUNITY AND KNOWLEDGE, INCORPORATED and shall be referred to herein as the "Corporation." The projects of this corporation are projects in full partnership with the California -Pacific Conference of the United Methodist Church.

Section 2. Corporation Is Nonprofit.

This Corporation has been formed pursuant to the California Nonprofit Corporation Law as a public benefit corporation.

Section 3. Primary and Specific Purpose.

The specific and primary purpose of this Corporation shall be to provide and support charitable and educational activities.

ARTICLE II Principal Office

Section 1. Location of Principal Office.

The principal office of the Corporation will be located at such place as the Board may from time to time designate by resolution.

ARTICLE III Membership

Section 1. Members.

This Corporation shall have no members as that term is defined in section 5056 of the California Nonprofit Corporation Law. Unless otherwise provided herein or in the California Nonprofit Public Benefit Corporation Law, any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board of Directors.

Section 2. Associates.

Nothing in this article III shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities of the Corporation, as "members" even though such persons are not members, as defined in section 5056 of the California Corporations Code. Such persons shall be deemed to be associated persons with respect to the Corporation as that term is defined in section 5332 of the California Nonprofit Public Benefit Corporation Law and no such reference shall constitute anyone a member of this Corporation.

ARTICLE IV Board of Directors

Section 1. General Corporation Powers.

The business and affairs of this Corporation shall be vested in and exercised by, the Corporation's Board of Directors. Subject to the limitations expressed in article IX, section 1, the Board may delegate the management of the activities of the Corporation to any person or persons, or committee, provided that notwithstanding any such delegation the activities and affairs of the Corporation shall continue to be managed and all Corporate powers shall continue to be exercised under the ultimate direction of the Board.

Section 2. Number of Directors: Qualifications.

(a) **Number and Qualifications.** The authorized number of directors shall be not less than one nor more than twenty-five persons until changed by an amendment to these Bylaws. The exact number of directors shall be fixed, within the limits specified, by resolution of the Board. To be eligible to serve on the Board, an individual must be in good standing.

(b) **Definition of Good Standing.** To be considered in good standing, a candidate for election to the Board must be current in the payment of all dues or assessments imposed pursuant to article IX hereof and not be subject to suspension of his or her rights and privileges as a member of the Corporation.

(c) **Board Members At Large.** The Board may, by resolution adopted by a majority of the directors then in office, appoint, or empower the president to appoint, nonvoting members to the board. The Board Members At Large shall be entitled to attend all board meetings. The term of office of the Board Members At Large shall be one year. A Board Member At Large may be removed from the Board during the term as provided in article VI, Section 5(d) and (e).

Section 3. Term of Office.

The term of office of all members of the Board shall be staggered one to three year terms. A Board Member should not serve two consecutive terms. There shall be no limitation upon the number of terms to which a director may be re-elected. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 4. Nomination and Election of Directors.

(a) **Appointment of Nominating Committee.** At least 60 days prior to the date of any election of directors, the president may appoint a nominating committee to select qualified candidates for election to those positions on the Board of Directors held by directors whose terms are then expiring. The committee may make its recommendations at least 30 days before the election and may nominate at least one candidate for each position to be filled.

(b) Election of Directors. The election of directors shall take place at the annual meeting or the meeting preceding the Annual Meeting of the Board, provided, however, that vacancies may be filled prior to the annual meeting date as provided in section 5, below. Election to the Board shall require a two-thirds vote of the remaining directors.

Section 5. Removal of Directors and Filling vacancies on the Board of Directors.

(a) Vacancies, Generally. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following: (i) the death, resignation or removal of a director; or (ii) an increase of the authorized number of directors.

(b) Resignation of Directors. Any director may resign, which resignation shall be effective on giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

(c) Filling of Vacancies.

(i) Vacancies on the Board may be filled by the vote of a majority of a quorum of the Board, or if the number of directors then in office is less than a quorum, the vacancy may be filled by (A) the unanimous written consent of the remaining directors, or (B) the affirmative vote of a majority of the remaining members of the Board at a duly held meeting or (C) by the sole remaining director.

(ii) If a vacancy occurs in any director position that is filled by designation pursuant to section 4, above, the position shall be filled by the designating person or persons.

(d) Removal of Directors for Cause. The Board of Directors shall have the power and authority to remove a director and declare his or her office vacant if he or she has (i) been declared of unsound mind by a final order of court; (ii) been convicted of a felony; (iii) been found by a final order or judgment of any court to have breached any duty under sections 5230 through 5237 of the California Nonprofit Public Benefit Corporation Law; or (iv) if the director fails to attend three consecutive regular meetings of the Board of Directors which have been duly noticed in accordance with article V hereof.

(e) Removal of Directors Without Cause. Except as otherwise provided in subparagraph (d), above, a director may only be removed from office prior to expiration of his or her term by the affirmative vote of a majority of the directors then in office.

ARTICLE V

Board Meetings

Section 1. Place of Meetings; Meetings by Telephone.

Regular and special meetings of the Board of Directors may be held at any place within the Los Angeles County of the State of California that has been designated from time to time by resolution of the Board and stated in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Notwithstanding the above provisions of this section 1, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 2. Annual Meeting of Directors.

The Board of Directors shall hold an annual meeting for the purpose of organization, and or election of directors and officers, and the transaction of other business. The annual meeting shall be held during the month of January of each year. The date, time and location of the meeting shall be set forth in the notice thereof issued in accordance with section 5, below.

Section 3. Other Regular Meetings.

Other regular meetings of the Board shall be held without call at such time as shall from time to time be fixed by the Board of Directors and communicated to the individual Board members. Ordinarily, regular meetings shall be conducted at least quarterly; provided, however, that regular meetings can be held as infrequently as every six months if the Board's business does not justify more frequent meetings. Notice of the date, time and place of regular meetings shall be communicated to the Board members not less than 72 hours prior to the meeting; provided, however, that notice need not be given to any Board member who has signed a written waiver of notice or consent to holding the meeting as more particularly provided in section 7 of this article V.

Section 4. Special Meetings of the Board.

Special meetings of the Board of Directors for any purpose may be called at any time by the chairman of the Board, the president, any vice president, the secretary or any two directors.

Section 5. Notice of Meetings.

(a) Manner of Giving Notice. Notice of the time and place of the annual and any special meetings of the Board shall be given to each director by one of the following methods: (i) by personal delivery of written notice; (ii) by first-class mail, postage prepaid; (iii) by telephone communication, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate such notice promptly to the director; or (iv) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation. Notice of a meeting need not be given to any director who signs a written waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof,

whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at commencement of the meeting, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the Corporation records or made a part of the minutes.

(b) Time Requirements. Except as provided in section 3, above, notices sent by first-class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

(c) Notice Contents. The notice shall state the date, time, and place of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 6. Quorum Requirements.

(a) Specified Quorum. Seven members or 50% plus one of the authorized directors shall constitute a quorum for the transaction of business, except to adjourn as provided in section 8 of this article V.

(b) Action of the Board. Except as otherwise provided herein or in the Nonprofit Public Benefit Corporation Law, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

(c) Effect of Withdrawal of Directors From Meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting or such greater number as is required by the Articles of Incorporation or these Bylaws.

Section 7. Waiver of Notice.

The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present, individually or collectively, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting and shall have the same force and effect as a unanimous vote of the Board. The requirement of notice of a meeting shall also be deemed to have been waived by any director who attends the meeting without protesting before or at its commencement about the lack of notice.

Section 8. Adjournment.

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place or may adjourn for purposes of reconvening in executive session to discuss and vote upon personnel matters, litigation in which the Corporation is or may become involved and orders of business of a similar nature. If the meeting is adjourned for more than 24 hours, notice of adjournment to any other time or place shall be given prior to the time of

the adjourned meeting to the directors who were not present at the time of the adjournment. Except as hereinabove provided, notice of adjournment need not be given.

Section 9. Action Without a Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this section, "all members of the Board" shall not include any "interested director" as defined in section 5233 of the Nonprofit Public Benefit Corporation Law.

Section 10. Compensation.

Directors, officers and members of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board of Directors to be just and reasonable. Expenses shall be supported by an invoice or voucher acceptable to the Board. This section 10 shall not be construed to preclude any director from serving the Corporation in any other capacity, such as an officer, agent, employee, or otherwise, and receiving compensation for those services.

**ARTICLE VI
Duties and Powers of the Board**

Section 1. Specific Powers.

Without prejudice to the general powers of the Board of Directors set forth in article IV, section 1, the directors shall have the power to:

- (a) Exercise all powers vested in the Board under the laws of the State of California.
- (b) Appoint and remove all officers of the Corporation, if any, and other Corporation employees; prescribe any powers and duties for such persons that are consistent with law, the Articles of Incorporation and these Bylaws; and fix their compensation.
- (c) Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the Corporation, and to fix their duties and to establish their compensation.
- (d) Adopt and establish rules and regulations governing the affairs and activities of the Corporation, and take such steps as it deems necessary for the enforcement of such rules and regulations, including the imposition of monetary penalties and/or the suspension of voting rights; provided notice and a hearing are provided as more particularly set forth in section 7341 of the Corporations Code.
- (e) Enforce all applicable provisions of these Bylaws.
- (f) Contract for and pay premiums for insurance and bonds (including indemnity bonds) which may be required from time to time by the Corporation.

(g) Pay all taxes, and charges which are or would become a lien on any portion of the Corporation's properties.

(h) Contract for and pay for construction or reconstruction of any portion or portions of the Corporation's properties which have been damaged or destroyed and which are to be rebuilt.

(i) Delegate its duties and powers hereunder to the officers of the Corporation or to committees established by the Board, subject to the limitations expressed in section 1 of article IX hereof.

(j) Levy and collect dues from the members of the Board and any persons designated as "members" in accordance with article III hereof.

(k) Maintain a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals prepare an annual financial report, a copy of which shall be delivered to each Director as provided in article XI, section 5 hereof.

(l) Appoint such committees as it deems necessary from time to time in connection with the affairs of the Corporation in accordance with article hereof.

(m) Fill vacancies on the Board of Directors or in any committee, except for a vacancy created by the removal of a Board member.

(n) Open bank accounts and borrow money on behalf of the Corporation and designate the signatories to such bank accounts.

(o) Bring and defend actions on behalf of the Corporation so long as the action is pertinent to the operations of the Corporation, and assess the members for the cost of such litigation.

(p) Adopt and use a corporate seal; and alter the forms of the seal and certificates.

Section 2. Limitations on Powers.

(a) Restriction Regarding Interested Directors. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

(i) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full-time or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(ii) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

(b) Self-Dealing Transactions. Notwithstanding the powers conferred on the Board pursuant to section I above and article IV, section 1 hereof, this Corporation shall not engage in any transaction which meets the definition of a "self-dealing transaction" as defined in section 5233 of the Nonprofit Public Benefit Corporation Law unless the transaction has been approved by one of the means specified in subparagraph (d) of said section 5233.

(c) Transactions Between Corporations Having Common Directorships. Unless it is established that the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified, this Corporation shall not enter into a contract or transaction with any other corporation, association or entity in which one or more of the Corporation's directors are directors unless the material facts as to the transaction and the director's common directorship are fully known or disclosed to the Board. The Board must approve, authorize or ratify any such contract or transaction in good faith and by a vote sufficient without counting the vote of the common director(s).

(d) Loans to Directors or Officers. This Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless the transaction is first approved by the California Attorney General. This provision shall not apply to any reasonable advance on account of expenses anticipated to be incurred in the performance of the director's or officer's duties.

ARTICLE VII

Advisory Board

Section 1. Advisory Board.

The Board may, from time to time, by resolution adopted by a majority of the directors then in office, appoint, or empower the president to appoint, one or more persons to an Advisory Board to the Corporation. Each member of the Advisory Board will serve at the pleasure of the Board and may be removed at any time with or without cause by the Board. The Advisory Board will consult with the Corporation's management from time to time regarding various aspects of the Corporation's business operations, but will possess no authority with respect to the Corporation's management. Members of the Advisory Board will not be liable for any act or omission, error of judgment or mistake of law, or for any loss suffered by the Corporation.

ARTICLE VIII

Honorary Board

Section 1. Honorary Board.

The Board may, from time to time, by resolution adopted by a majority of the directors then in office, appoint, or empower the president to appoint, one or more persons to an Honorary Board to the Corporation. Each member of the Honorary Board will serve at the pleasure of the Board and may be removed at any time with or without cause by the Board. The Honorary Board will consult with the Corporation's management from time to time regarding various aspects of the Corporation's business operations, but will possess no authority with respect to the Corporation's management. Members of the Honorary Board will not be liable for any act or omission, error of judgment or mistake of law, or for any loss suffered by the Corporation.

ARTICLE IX Committees

Section 1. Committees of Directors.

The Board may, by resolution adopted by a majority of the directors then in office, designate one or more committees to serve at the pleasure of the Board. Committees shall have all the authority of the Board with respect to matters within their area of assigned responsibility, except that no committee, regardless of Board resolution, may:

- (a) Take any final action on any matter which, under the Nonprofit Corporation Law of California, also requires approval of the Board.
- (b) Fill vacancies on the Board of Directors or on any committee which has been delegated any authority of the Board.
- (c) Amend or repeal Bylaws or adopt new Bylaws.
- (d) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable.
- (e) Appoint any other committees of the Board of Directors or the members of those committees.
- (f) Expend Corporation funds to support a nominee for director after there are more people nominated for director than can be elected.
- (g) Approve any self-dealing transaction unless authorized by section 5233(d)(3) of the Nonprofit Public Benefit Corporation Law.

The Current Committees of the Board include Executive, Personnel, Board Development, Programs, Marketing, Fundraising (a special Task Force or ad hoc committee may be established to support or enhance the work of this committee) and Finance. The Advisory, Interfaith and Honorary Boards will be established as necessary.

Section 2. Meetings and Actions of Committees.

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of article V of these Bylaws, concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

ARTICLE X Officers

Section 1. Officers. The officers of the Corporation shall be a president, a vice president, a secretary and a chief financial officer. The Corporation may also have, at the discretion of the Board, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of section 3 following. One person may hold two or more offices, except that neither the secretary nor the chief financial officer may serve concurrently as president.

Section 2. Election of Officers. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of sections 3 and 5 following, shall be chosen annually by majority vote of the Board at its regular meeting preceding the annual meeting of the Members or the election of directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. Subordinate Officers. The Board may appoint, and may empower the president to appoint, such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws and as the Board may from time to time determine.

Section 4. Removal of Officers.

Any officer may be removed, either with or without cause, by the Board at any regular or special meeting, or by any officer upon whom such power of removal may be conferred by the Board; provided, however, that no such officer shall remove an officer chosen by the Board.

Section 5. Resignation of Officers.

Any officer may resign at any time by giving written notice to the Board or to the president or to the secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 6. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 7.

Chair of the Board of Directors

He or she shall preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of president of a corporation, together with such other powers and duties as may be prescribed by the Board or the Bylaws.

President.

The president shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Corporation.

Section 8. Vice President.

In the absence or disability of the Board Chair, the vice president shall perform all the duties of the president and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. He or she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws.

Section 9. Secretary.

The secretary shall keep or cause to be kept at the principal office or such other place as the Board may order, a book of minutes of all meetings of directors, with the time and place of holding same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings and the proceedings thereof. The secretary shall keep, or cause to be kept, appropriate current records showing the names and mailing addresses of any persons designated as "members" of the Corporation. He or she shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law to be given, and he or she shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

Section 10. Chief Financial Officer.

The chief financial officer, who shall be known as the treasurer, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books and records shall at all reasonable times be open to inspection by any director. The treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. He or she shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the chair, president and directors whenever they request it, an account of all of his or her transactions as treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws. If required by the Board, the treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

ARTICLE XI
Dues and Finances

Section 1. Description of Dues and Assessments.

The directors and any person designated as "members" of the Corporation pursuant to article III hereof, may be obligated to pay dues in an amount that the Board may from time to time determine by resolution.

Section 2. Checks.

All checks or demands for money and notes of the Corporation shall be signed by the president or by such other officer or officers or such other person or persons as the Board of Directors may from time to time designate. Two signatures are required for all checks.

Section 3. Operating Account.

There shall be established and maintained a cash deposit account to be known as the "Operating Account" into which shall be deposited the operating portion of all Assessments as fixed and determined for all directors and members. Disbursements from such account shall be for the general need of the operation including, but not limited to, wages, repairs, betterments, maintenance, and other operating expenses of the Properties.

Section 4. Other Accounts.

The Board shall maintain any other accounts it shall deem necessary to carry out its purposes.

Section 5. Financial Statements.

The Board of Directors shall cause an audit of the financial affairs of this Corporation. Such audit shall reflect the financial condition of this Corporation as of the date of the audit and shall summarize the financial transactions in which this Corporation was involved during the period between the last of such audits and the date of the current audit. A copy of the audit shall be available for examination by each of the directors of this Corporation. A copy of any annual financial statement and any income statement of the Corporation for each quarterly period of each fiscal year, and any accompanying balance sheet of the Corporation as of the end of such period, that has been prepared by the Corporation shall be kept on file in the principal office of the Corporation for at least 12 months.

The income statements, statements of changes in financial position, and balance sheet referred to in this section shall be accompanied by the report, if any, of any independent accountants engaged by the Corporation or the certificate of an authorized officer of the Corporation that the financial statements were prepared without audit from the books and records of the Corporation.

ARTICLE XII
Miscellaneous

Section 1. Inspection of Books and Records.

In accordance with section 6334 of the California Corporations Code, every director shall have an absolute right at any reasonable time to inspect all books, records, documents and minutes of the Corporation and the physical properties owned by the Corporation.

Section 3. Corporate Seal.

The Corporation shall have a seal in circular form having within its circumference the words ADVANCEMENT THROUGH OPPORTUNITY AND KNOWLEDGE, INCORPORATED, March 30, 1993, State of California."

Section 11. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose of the Corporation.

CERTIFICATE OF SECRETARY

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, secretary of the corporation known as Advancement through Opportunity and Knowledge, Inc. does hereby certify that the above and foregoing amended Bylaws consisting of 14 pages, were duly adopted by the Members of said Corporation on the ___18th___ day of 2005, and that they now constitute said Bylaws.

Mary Kirchen _____

By: _____
Secretary

ARTICLES OF INCORPORATION

OF

ADVANCEMENT THROUGH OPPORTUNITY AND KNOWLEDGE, INCORPORATED

1842128

FILED

In the office of the Secretary of State
of the State of California

MAR 30 1993

March Fong En
MARCH FONG EN, Secretary of State

1. Name.

The name of this Corporation is Advancement Through Opportunity and Knowledge, Incorporated.

2. Purposes.

2.1 This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable and public purposes.

2.2 The specific purposes for which this Corporation is organized are to provide and support charitable and educational activities that prepare children and adults for current and future challenges and opportunities. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law.

2.3 Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law.

3. Agent for Service of Process.

The name and address in the State of California of this Corporation's initial agent for service of process is:

Lydia V. Cincora
4216 Enore Drive
Los Angeles, California 90008

ADVANCEMENT THROUGH OPPORTUNITY AND KNOWLEDGE, INC.

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Advancement Through Opportunity & Knowledge, Inc.

We have audited the accompanying statement of financial position of Advancement Through Opportunity & Knowledge, Inc. (a nonprofit organization) as of December 31, 2013, and the related statements of activities, cash flows, and functional expenses for the year then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Advancement Through Opportunity & Knowledge, Inc. at December 31, 2013, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with *Government Auditing Standards*, we have also issued our report dated May 21, 2014, on our consideration of Advancement Through Opportunity & Knowledge, Inc. internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts, and grants.

Our audit was performed for the purpose of forming an opinion on the basic financial statements of Advancement Through Opportunity & Knowledge, Inc. taken as a whole. The accompanying schedule of expenditures of federal awards is presented for purposes of additional analysis as required by U.S. Office of Management and Budget Circular A-133, "Audits of States, Local Governments, and Non-Profit Organizations," and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

KHAN & ASSOCIATES CPA, INC.
Costa Mesa, California
May 21, 2014



State of California Secretary of State

N**E-Q25879****FILED**In the office of the Secretary of
State of the State of California**Jan - 15 2013**

This Space For Filing Use Only

Statement of Information
(Domestic Nonprofit, Credit Union and Consumer Cooperative Corporations)

Filing Fee \$20.00. If amendment, see instructions.

IMPORTANT - READ INSTRUCTIONS BEFORE COMPLETING THIS FORM**1. CORPORATE NAME**

C1842128

ADVANCEMENT THROUGH OPPORTUNITY AND KNOWLEDGE, INCORPORATED

LYDIA TEMPLETON

1200 W. 37TH PLACE

LOS ANGELES CA 90007

Due Date:**Complete Principal Office Address** (Do not abbreviate the name of the city. Item 2 cannot be a P.O. Box.)**2. STREET ADDRESS OF PRINCIPAL OFFICE IN CALIFORNIA, IF ANY**

CITY

STATE

ZIP CODE

1200 W. 37TH PLACE LOS ANGELES CA 90007

3. MAILING ADDRESS OF THE CORPORATION, IF REQUIRED

CITY

STATE

ZIP CODE

LYDIA TEMPLETON 1200 W. 37TH PLACE LOS ANGELES CA 90007

Names and Complete Addresses of the Following Officers (The corporation must list these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)**4. CHIEF EXECUTIVE OFFICER/**

ADDRESS

CITY

STATE

ZIP CODE

LYDIA TEMPLETON 1200 W. 37TH PLACE LOS ANGELES, CA 90007

5. SECRETARY

ADDRESS

CITY

STATE

ZIP CODE

GLORIA BAILEY 4850 DON TIMOTEO DRIVE LOS ANGELES CA 90008

CHIEF FINANCIAL OFFICER/

ADDRESS

CITY

STATE

ZIP CODE

STERLING CINCORE 1200 W. 37TH PLACE LOS ANGELES CA 90007

Agent for Service of Process (If the agent is an individual, the agent must reside in California and Item 8 must be completed with a California street address (a P.O. Box address is not acceptable). If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 8 must be left blank.)**7. NAME OF AGENT FOR SERVICE OF PROCESS**

LYDIA TEMPLETON

8. STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL

CITY

STATE

ZIP CODE

1200 W. 37TH PLACE LOS ANGELES, CA 90007

Davis-Stirling Common Interest Development Act (California Civil Code section 1350, et seq.)**9.** ☐ Check here if the corporation is an association formed to manage common interest development under the Davis-Stirling Common interest Development Act and proceed to items 10, 11 and 12.**NOTE:** Corporations formed to manage a common interest development must also file a Statement by Common Interest Development Association (Form SI-CID) as required by California Civil Code section 1363.6. Please see instructions on the reverse side of this form.**10. ADDRESS OF BUSINESS OR CORPORATE OFFICE OF THE ASSOCIATION, IF ANY**

CITY

STATE

ZIP CODE

11. FRONT STREET AND NEAREST CROSS STREET FOR THE PHYSICAL LOCATION OF THE COMMON INTEREST DEVELOPMENT
(Complete if the business or corporate office is not on the site of the common interest development.)

9-DIGIT ZIP CODE

12. NAME AND ADDRESS OF ASSOCIATION'S MANAGING AGENT, IF ANY

CITY

STATE

ZIP CODE

13. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT.

01/15/2013

DATE

LYDIA TEMPLETON

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

CEO

TITLE

SIGNATURE

INTERNAL REVENUE SERVICE
P.O. BOX 2500
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: NOV 06 2003

ADVANCEMENT THROUGH OPPORTUNITY &
KNOWLEDGE INCORPORATED
C/O LYDIA TEMPLETON
8906 CONDOM AVE
LOS ANGELES, CA 90036

Employer Identification Number:
98-4415124

DON:

17051270736043

Contact Person:

L. WAYNE BOTHE

ID# 71462

Contact Telephone Number:

(877) 829-5500

Public Charity Status:

170(b)(2)(A)(vi)

Dear Applicant:

Our letter dated SEPTEMBER 1993, stated you would be exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, and you would be treated as a public charity during an advance ruling period.

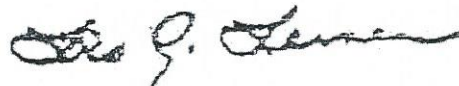
Based on our records and on the information you submitted, we are pleased to confirm that you are exempt under section 501(c)(3) of the Code, and you are classified as a public charity under the Code section listed in the heading of this letter.

Publication 557, Tax-Exempt Status for Your Organization, provides detailed information about your rights and responsibilities as an exempt organization. You may request a copy by calling the toll-free number for forms, (800) 429-3676. Information is also available on our Internet Web site at www.irs.gov.

If you have general questions about exempt organizations, please call our toll-free number shown in the heading between 8:00 a.m. - 6:30 p.m. Eastern time.

Please keep this letter in your permanent records.

Sincerely yours,



Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Letter 1950 (DO/CO)

TOTAL P-18

Internal Revenue Service

Date: December 28, 2006

ADVANCEMENT THROUGH OPPORTUNITY
AND KNOWLEDGE INCORPORATED
PROJECT A-O K INC
% LYDIA TEMPLETON
1200 W 37TH PL
LOS ANGELES CA 90007-4220

Department of the Treasury
P. O. Box 2508
Cincinnati, OH 45201

Person to Contact:

Mr. Schatz ID 31-08701
Customer Service Representative

Toll Free Telephone Number:

877-829-5500

Federal Identification Number:

95-4415115

Dear Sir or Madam:

This is in response to your request of December 28, 2006, regarding your organization's tax-exempt status.

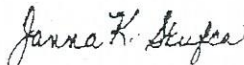
In September 1993 we issued a determination letter that recognized your organization as exempt from federal income tax. Our records indicate that your organization is currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records indicate that your organization is also classified as a public charity under sections 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code.

Our records indicate that contributions to your organization are deductible under section 170 of the Code, and that you are qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Internal Revenue Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely,



Janna K. Skufca, Director, TE/GE
Customer Account Services



TE OF CALIFORNIA

FRANCHISE TAX BOARD
BOX 1286
RANCHO CORDOVA, CA. 95741-1286

August 13, 1993

In reply refer to
340:G :PTS

ADVANCEMENT THROUGH OPPORTUNITY AND
KNOWLEDGE, INCORPORATED
4216 ENORO DRIVE
LOS ANGELES CA 90008

Purpose : EDUCATIONAL
Code Section : 23701d
Form of Organization : Corporation
Accounting Period Ending: January 31
Organization Number : 1842128 AT00A

You are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above.

This decision is based on information you submitted and assumes that your present operations continue unchanged or conform to those proposed in your application. Any change in operation, character, or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address must also be reported.

In the event of a change in relevant statutory, administrative, judicial case law, a change in federal interpretation of federal law in cases where our opinion is based upon such an interpretation, or a change in the material facts or circumstances relating to your application upon which this opinion is based, this opinion may no longer be applicable. It is your responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of Revenue and Taxation Code Section 21012(a)(2).

You may be required to file Form 199 (Exempt Organization Annual Information Return) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. Please see annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax

August 13, 1993

ADVANCEMENT THROUGH OPPORTUNITY AND

Corporate Number 1842128 AT00A

Page 2

under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

Please note that an exemption from federal income or other taxes and other state taxes requires separate applications.

A copy of this letter has been sent to the Registry of Charitable Trusts.

P SHEK
EXEMPT ORGANIZATION UNIT
CORPORATION AUDIT SECTION
Telephone (916) 369-4171

EO :
C: MALENA NEAL

COPY

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME:

ADVANCEMENT THROUGH OPPORTUNITY AND KNOWLEDGE, INCORPORATED

FILE NUMBER: C1842128
FORMATION DATE: 03/30/1993
TYPE: DOMESTIC NONPROFIT CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to
exercise all of its powers, rights and privileges in the State of
California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of September 20, 2014.

Debra Bowen

DEBRA BOWEN
Secretary of State



MARK J. SALADINO
TREASURER AND TAX COLLECTOR

COUNTY OF LOS ANGELES TREASURER AND TAX COLLECTOR

KENNETH HAHN HALL OF ADMINISTRATION
225 NORTH HILL STREET, ROOM 109
P.O. BOX 513191
LOS ANGELES, CALIFORNIA 90051-1191
TELEPHONE: (213) 974-2011 FAX: (213) 633-5724



HOME PAGE
TTC.LACOUNTY.GOV

PROPERTY TAX PORTAL
LACOUNTYPROPERTYTAX.COM

September 22, 2014

MS. Lydia Templeton
Advancement Through Opportunity & Knowledge Inc.
5906 Condon Ave
Los Angeles, CA 90056

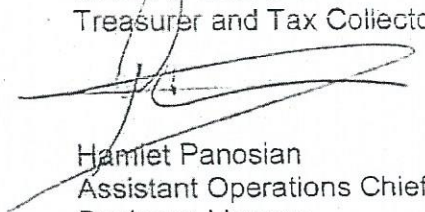
Dear Ms. Lydia Templeton

As discussed, certain business activities in the unincorporated areas of the Los Angeles County require a Business License. In this case, your business activity, A Non-Profit Organization is located in the unincorporated area of Los Angeles County; however, your business does not require a Los Angeles County Business License.

If you have additional questions, you may contact (213) 974-2011.

Very truly yours,

MARK J. SALADINO
Treasurer and Tax Collector


Hamlet Panosian
Assistant Operations Chief
Business License
Revenue and Enforcement Division

c: Fernando Rubio Jr.